

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OTCI Corp.		02/11/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Oriental Trading Company, Inc.
Street Address:	5455 South 90th Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68127
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2134712	FRIENDSHIP CLUB
Registration Number:	1986834	FUN EXPRESS
Registration Number:	2623826	FUN EXPRESS
Registration Number:	2922508	HANDS ON FUN
Registration Number:	3574353	HANDS ON FUN
Registration Number:	3047593	
Registration Number:	3574354	HANDS ON FUN!
Registration Number:	1963552	HAPPYSACKS
Registration Number:	2074301	INSPIRATIONS A CELEBRATION OF FAITH
Registration Number:	1754376	ORIENTAL TRADING
Registration Number:	1419837	OTC
Registration Number:	1765166	OUR EARTH
Registration Number:	2543046	TERRY'S VILLAGE
Registration Number:	2127520	TERRY'S VILLAGE

TRADEMARK

900184077

REEL: 004477 FRAME: 0131

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CORRESPONDENCE DATA

Fax Number: (212)909-6836

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Correspondent Name: Judith L. Church, Esq.

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ATTORNEY DOCKET NUMBER:

23120-1118

NAME OF SUBMITTER:

Judith L. Church

Signature:

/Judith L. Church/

Date:

02/11/2011

Total Attachments: 4

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ASSIGNMENT OF U.S. TRADEMARKS

ASSIGNMENT OF TRADEMARKS (this "Assignment") made as of February 11, 2011, by OTCI Corp., a Delaware corporation formerly known as Oriental Trading Company, Inc. having a principal place of business at 5455 South 90th Street, Omaha, NE 68127 ("Assignor") to Oriental Trading Company, Inc., a Delaware corporation having a principal place of business at 5455 South 90th Street, Omaha, NE 68127 ("Assignee").

WHEREAS, on August 25, 2010, each of OTC Holdings Corporation, a Delaware corporation, Assignor, OTC Investors Corporation, a Delaware corporation, Fun Express, Inc., a Nebraska corporation, and Oriental Trading Marketing, Inc., a Nebraska corporation, commenced a voluntary case under Chapter 11 of the Bankruptcy Code with the Bankruptcy Court;

WHEREAS, pursuant to an order entered on December 16, 2010, the Bankruptcy Court confirmed the Plan of Reorganization for the Debtors under Chapter 11 of the Bankruptcy Code (the "Confirmation Order")(capitalized terms used herein without definition are used as defined in the Confirmation Order or the Plan (as defined in the Confirmation Order)); and

WHEREAS, Assignor has adopted, used and is using the marks set forth on Schedule I hereto and incorporated by reference herein, which are registered in, or for which application for registration has been filed in, the United States Patent and Trademark Office, and other marks, including but not limited to those set forth on Schedule I (collectively, the "Assigned Marks");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:


Assignor does hereby sell, assign, transfer, and convey to Assignee all right, title and interest of Assignor in and to the Assigned Marks, the registrations and applications for registration thereof, and the goodwill of the business connected with the use thereof and symbolized thereby, free and clear of all Liens, other than Liens permitted by the Plan; all rights of priority therein in any country as may now or hereafter be granted to it by law, treaty or other international convention; and all rights, interests, claims and demands recoverable in law or equity, that Assignor has or may have in profits and damages for past, present and future infringements or dilutions of the Assigned Marks, including, without limitation, the right to compromise, sue for and collect such profits and damages; the same to be held and enjoyed by Assignee, its successors and assigns or

their legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

This Assignment shall be governed by, and construed in accordance with, the laws of the United States, in respect to trademark issues and in all other respects including as to validity, interpretation and effect by the laws of the State of New York, without giving effect to the conflict of laws rules thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of the date first written above.

OTCI CORP.

By: 
Name: Sam Taylor
Title: President

SCHEDULE 1

1. Trademark Registrations

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
FRIENDSHIP CLUB	2,134,712	2/3/1998
FUN EXPRESS	1,986,834	7/16/1996
FUN EXPRESS & Design	2,623,826	9/24/2002
HANDS ON FUN	2,922,508	2/1/2005
HANDS ON FUN	3,574,353	2/17/2009
HANDS ON FUN Design	3,047,593	1/24/2006
HANDS ON FUN!	3,574,354	2/17/2009
HAPPYSACKS	1,963,552	3/19/1996
INSPIRATIONS A CELEBRATION OF FAITH	2,074,301	6/24/1997
ORIENTAL TRADING	1,754,376	2/23/1993
OTC	1,419,837	12/9/1986
OUR EARTH	1,765,166	4/13/1993
TERRY'S VILLAGE	2,543,046	2/26/2002
TERRY'S VILLAGE	2,127,520	1/06/1998